

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 24912 FILED

APR 14 '04

4-01 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

April 14, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of March 31, 2004. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party:

Bank of America, N.A.
144 East Main Street
P.O. Box 469
Salisbury, MD 21801

Borrower:

Gavin Rail Services, LLC
15 Lawyers Row
Centreville, MD 21617

A description of the equipment covered by the Memorandum of Security Agreement consists of one locomotive numbered IRLX 1106.

BALL JANIK LLP

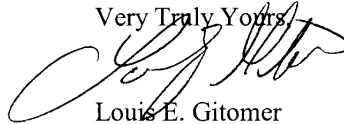
Honorable Vernon A. Williams
April 14, 2004
Page 2

A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Security Agreement between Bank of America, N.A., 144 East Main Street, P.O. Box 469, Salisbury, MD 21801, and Gavin Rail Services, LLC, 15 Lawyers Row, Centreville, MD 21617, covering one locomotive numbered IRLX 1106.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement, dated as of March 31, 2004, by and between GAVIN RAIL SERVICES, LLC ("Owner Borrower") and BANK OF AMERICA, N.A. ("Lender").

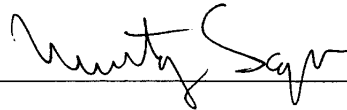
1. The Lender has made a loan (the "Loan") to the Owner Borrower and certain affiliates thereof (collectively the "Borrowers") pursuant to a Loan and Security Agreement, dated as of March 31, 2004 (the "Security Agreement").

2. Pursuant to the Security Agreement, Owner Borrower grants to Lender a security interest in all of Owner Borrower's right, title and interest in and to (among other things), (a) the locomotive (the "Locomotive") as more fully described in attached Exhibit A, including, without limitation, all equipment, inventory, or other property comprising the same, together with all related software (embedded therein or otherwise) and general intangibles, all additions, attachments, accessories and accessions thereto whether or not originally furnished with the Locomotive and all substitutions and replacements thereof, (iii) all leases, subleases, railcar utilization agreements, and (iv) any and all insurance and/or other proceeds of the afore-described property and other collateral.

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

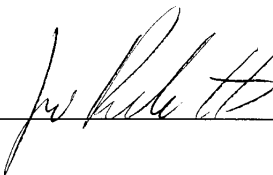
BANK OF AMERICA, N.A.
as Lender

By: _____
Name: _____
Title: _____



GAVIN RAIL SERVICES, LLC
as Owner Borrower

By: _____
Name: _____
Title: _____



STATE OF Maryland)
) to wit:
CITY/COUNTY OF Wicomico)

I hereby certify that on this 31 day of March, 2004, before me, the undersigned Notary Public of said State, personally appeared MONTY SAYLER, who acknowledged himself to be the SVP of BANK OF AMERICA, N.A., and acknowledged that he, as such SVP, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of BANK OF AMERICA, N.A. by himself as SVP.

IN WITNESS MY Hand and Notarial Seal.

Melissa A. Bradley

NOTARY PUBLIC

My Commission Expires: 10-6-04

STATE OF MARYLAND)
) to wit:
CITY/COUNTY OF Wicomico)

I hereby certify that on this 31 day of March, 2004, before me, the undersigned Notary Public of said State, personally appeared JW RICKETS who acknowledged himself to be the PRESIDENT of GAVIN RAIL SERVICES, LLC, and acknowledged that he, as such PRESIDENT, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of GAVIN RAIL SERVICES, LLC by himself as PRESIDENT.

IN WITNESS MY Hand and Notarial Seal.

Melissa A. Bradley

NOTARY PUBLIC

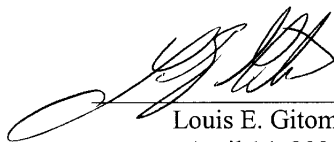
My Commission Expires: 10-6-04

EXHIBIT A
DESCRIPTION OF RAILCAR

Locomotive Reporting Mark	Owner Borrower
IRLX 1106	Gavin Rail Services, LLC

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Security Agreement dated as of March 31, 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
April 14, 2004